

Exhibit A

Proposed Order

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

NTS W. USA CORP., A DELAWARE
CORPORATION,

Debtor.

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Chapter 11

Case No. 20-35769 (CGM)

Related Docket No.: ____

**ORDER (I) AUTHORIZING REJECTION OF CERTAIN
EXECUTORY CONTRACTS EFFECTIVE AS OF THE REJECTION DATE,
AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “Motion”)² of the above-captioned debtor and debtor in possession (the “Debtor”) for entry of an order (the “Order”) (a) authorizing DUSA to reject certain executory contracts (collectively, the “Contracts”) identified on **Schedule 1** to **Exhibit A** attached hereto as of the Rejection Date set forth herein; and (b) granting related relief, all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference from the United States District Court for the Southern District of New York* dated February 1, 2012; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having the power to enter a final order consistent with Article III of the United States Constitution; and this Court having found that the Debtor’s notice of the Motion was appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before this Court; and this Court having determined that the legal and factual bases set forth in the Motion and at the hearing establish just cause for the relief granted herein; and upon

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is HEREBY ORDERED THAT:

1. The Motion is granted as set forth herein.
2. Pursuant to section 365(a) of the Bankruptcy Code, DUSA is authorized to reject the Contracts listed on **Schedule 1** hereto effective as of the Rejection Date set forth herein.
3. All claims for damages arising as a result of the rejection of the Contracts must be filed on or before the later of (a) the date that is thirty (30) days after entry of this Order and (b) September 18, 2020 in a form and manner consistent with the requirements of the *Order Establishing Deadline for Filing Proofs of Claim and Approving the Form and Manner of Notice Thereof* [Docket No. 38].
4. Nothing herein shall prejudice the rights of DUSA to argue that any of the Contracts were terminated prior to the Petition Date, or that any claim for damages arising from the rejection of the Contracts is limited to the remedies available under any applicable termination provision of such Contract, or that any such claim is an obligation of a third party and not of DUSA or its estate.
5. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (a) an admission as to the validity, priority, or character of any claim or other asserted right or obligation, or a waiver or other limitation on DUSA's ability to contest the same on any ground permitted by bankruptcy or applicable non-bankruptcy law, (b) a promise to pay any claim or other obligation, (c) granting third-party-beneficiary status or bestowing any additional rights on any third party, (d) being otherwise enforceable by any third-party, or (e) otherwise prejudicial to DUSA's rights to contest any amounts owed in connection with the obligations discussed herein.

6. DUSA shall serve a copy of this Order on all counterparties to the Contracts and/or their respective attorneys (if known) within three (3) business days of entry of this Order.

7. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) and the Local Rules are satisfied by such notice.

8. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

9. DUSA is authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

10. The Bankruptcy Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

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